

EXHIBIT B

W.R. Grace
Hours Spent by Each Professional
April 1, 2007 through April 30, 2007
(Deloitte Tax LLP)

Professional	Title	Hours	Billing Rate	Professional Fees	Expenses
Bryan Collins	Partner	8.0	\$600	\$ 4,800	\$ 2,253
Timothy Tuerff	Partner	19.2	\$600	\$ 11,520	\$ 620
Mark Wanek	Manager	77.8	\$475	\$ 36,955	\$ 803
Total Repatriation Planning Fees		105.0		\$ 53,275	\$ 3,676
Bryan Collins	Partner	2.0	\$600	\$ 1,200	\$ -
Matthew Gareau	Senior Manager	2.0	\$515	\$ 1,030	\$ -
Total Lonely Parent Fees		4.00		\$ 2,230.00	\$ -
Bryan Collins	Partner	0.5	\$600	\$ 300	\$ -
Matthew Gareau	Senior Manager	2.0	\$515	\$ 1,030	\$ -
Total Section 382 Trading Restriction Fees		2.5		\$ 1,330	\$ -
John Keenan	Director	4.0	\$600	\$ 2,400	\$ -
Randall Bessinger	Senior Manager	3.0	\$515	\$ 1,545	\$ -
Total Interest Computations Fees		7.0		\$ 3,945	\$ -
Lecia Ross	Administrative	4.3	\$70	\$ 301	\$ -
Total Administrative Fees		4.3		\$ 301	\$ -
Total Deloitte Tax LLP Fees and Expenses for April 2007		122.8		\$ 61,081	\$ 3,676

EXHIBIT C**W.R. Grace
April 2007 billing detail**

Date	Name	Project Category	Description	Hours	Billing Rate	Professional Fees	Expenses
4/19/2007	Bryan Collins	Lonely Parent	Worked on Tax Court petition	1	\$ 600	\$ 600	\$ -
4/26/2007	Bryan Collins	Lonely Parent	Work re: Tax Court petition	0.5	\$ 600	\$ 300	\$ -
4/27/2007	Bryan Collins	Lonely Parent	Work re: Tax Court petition	0.5	\$ 600	\$ 300	\$ -
4/2/2007	Bryan Collins	Repatriation Planning	Repatriation Planning	2	\$ 600	\$ 1,200	\$ -
4/3/2007	Bryan Collins	Repatriation Planning	Traveled and had meeting in Florida at client site.	5	\$ 600	\$ 3,000	\$ -
4/4/2007	Bryan Collins	Repatriation Planning	re: Repatriation planning	1	\$ 600	\$ 600	\$ -
	Bryan Collins	Repatriation Planning	TrvlAgency Trans Fee -B COLLINS				\$ 20
	Bryan Collins	Repatriation Planning	Agency Trx Fee Ticket 7627644658				
	Bryan Collins	Repatriation Planning	Miscellaneous Exp				\$ 40
	Bryan Collins	Repatriation Planning	Travel Exp-Airline				\$ 1,577
	Bryan Collins	Repatriation Planning	Travel Exp-Rental Car				\$ 85
	Bryan Collins	Repatriation Planning	Traveling Exp-Hotel				\$ 278
	Bryan Collins	Repatriation Planning	Travel Exp-Meal Exp				\$ 233
	Bryan Collins	Repatriation Planning	TrvlAgency Trans Fee -B COLLINS				\$ 20
	Bryan Collins	Repatriation Planning	Agency Trx Fee Ticket 7627642393				
4/5/2007	Bryan Collins	Section 382 Trading Restriction	re: Section 382 issues	0.5	\$ 600	\$ 300	\$ -
4/2/2007	Timothy Tuerff	Repatriation Planning	Preparation for meeting in Florida regarding repatriation issues	1	\$ 600	\$ 600	\$ -
4/3/2007	Timothy Tuerff	Repatriation Planning	meeting in Boca Raton regarding repatriation	5	\$ 600	\$ 3,000	\$ -

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4/5/2007	Timothy Tuerff	Repatriation Planning	Internal meeting to discuss status of repatriation plan and action points from client meeting in Boca Raton; analysis of repatriation issues	2	\$ 600	\$ 1,200	\$ -
4/6/2007	Timothy Tuerff	Repatriation Planning	review the plan for repatriation; meeting with Mark Wanek to discuss issues; telecom with Debra Poole	2.5	\$ 600	\$ 1,500	\$ -
4/9/2007	Timothy Tuerff	Repatriation Planning	div repat issue analysis	1	\$ 600	\$ 600	\$ -
4/12/2007	Timothy Tuerff	Repatriation Planning	germany - repatriation - rework #s	2	\$ 600	\$ 1,200	\$ -
4/13/2007	Timothy Tuerff	Repatriation Planning	revise slides for meeting german case	1.5	\$ 600	\$ 900	\$ -
4/16/2007	Timothy Tuerff	Repatriation Planning	prep for call with Elyse; review slides	1.5	\$ 600	\$ 900	\$ -
4/17/2007	Timothy Tuerff	Repatriation Planning	telecon with Debra and Elyse	2.3	\$ 600	\$ 1,380	\$ -
4/24/2007	Timothy Tuerff	Repatriation Planning	Telecon with Mark to discuss latest dividend planning issues	0.4	\$ 600	\$ 240	\$ -
	Timothy Tuerff	Repatriation Planning	Travel Exp-Airline				\$ 449
	Timothy Tuerff	Repatriation Planning	TrvlExp-Oth Grnd Trn				\$ 134
	Timothy Tuerff	Repatriation Planning	Travel Exp-Rental Car				\$ 20
	Timothy Tuerff	Repatriation Planning	Travel Exp-Meal Exp				\$ 17
4/11/2007	John Keenan	Interest Computations at Request of Alan Gibbons	Conference call with Alan Gibbons on interest questions- more specifically when is interest paid on NOL refund claims; research; send email response; exchange emails on FIN 48 interest netting	2.25	\$ 600	\$ 1,350	\$ -

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4/12/2007	John Keenan	Interest Computations at Request of Alan Gibbons	Interest questions from Alan Gibbons	0.5	\$ 600	\$ 300	\$ -
4/16/2007	John Keenan	Interest Computations at Request of Alan Gibbons	Research on interest issue on deficiency allowed to be assessed under Section 6501(k) -- call with Alan Gibbons; draft email.	1.25	\$ 600	\$ 750	\$ -
4/20/2007	Matthew Gareau	Lonely Parent	Lonely parent - review tax court petition	2	\$ 515	\$ 1,030	\$ -
4/3/2007	Matthew Gareau	Section 382 Trading Restriction	382 PLR - trading motion	1.5	\$ 515	\$ 773	\$ -
4/5/2007	Matthew Gareau	Section 382 Trading Restriction	382 trading restriction PLR	0.5	\$ 515	\$ 258	\$ -
4/12/2007	Randall Bessinger	Interest Computations at Request of Alan Gibbons	Interest computations on tax overpayments and underpayments at the request of Alan Gibbons; calls with Alan Gibbons	1	\$ 515	\$ 515	\$ -
4/13/2007	Randall Bessinger	Interest Computations at Request of Alan Gibbons	Interest computations on tax overpayments and underpayments at the request of Alan Gibbons; calls with Alan Gibbons	0.5	\$ 515	\$ 258	\$ -
4/16/2007	Randall Bessinger	Interest Computations at Request of Alan Gibbons	Interest computations on tax overpayments and underpayments at the request of Alan Gibbons; calls with Alan Gibbons	1.5	\$ 515	\$ 773	\$ -

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4/2/2007	Mark Wanek	Repatriation Planning	WR Grace - client emails regarding Italian information requirements; circulate slides for client meeting; preparation for meeting	0.5	\$ 475	\$ 238	\$ -
4/2/2007	Mark Wanek	Repatriation Planning	WR Grace - meeting with Tim Tuerff and Bryan Collins re repatriation planning; revisions to slides for Tim's comments and Debra Poole's comments; related analysis and final review; follow up with Italian contact regarding information requirements	4.5	\$ 475	\$ 2,138	\$ -
4/3/2007	Mark Wanek	Repatriation Planning	WR Grace - meeting prep, review additional documents sent by Debra Poole; meeting at WR Grace in Boca Raton	5	\$ 475	\$ 2,375	\$ -
4/4/2007	Mark Wanek	Repatriation Planning	WR Grace - follow up with UK contact regarding analysis required; various follow up from client meeting, summarize action points; client correspondence and calls regarding Italian financial information and local country contacts	3	\$ 475	\$ 1,425	\$ -

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4/5/2007	Mark Wanek	Repatriation Planning	WR Grace - meetings with Tim Tuerff; follow up points from client meeting; follow up with UK contact regarding UK analysis; client correspondence; identify German contact, calls and correspondence to follow up and communicate project background	1.5	\$ 475	\$ 713	\$ -
4/5/2007	Mark Wanek	Repatriation Planning	WR Grace - US-Belgium treaty analysis	0.5	\$ 475	\$ 238	\$ -
4/6/2007	Mark Wanek	Repatriation Planning	WR Grace - various action points from client meeting; meeting with Tim; call with Debra Poole of WR Grace regarding status of plan, UK analysis; set up call with German office, client correspondence; analyze information provided by Debra Poole of WR Grace (E&P schedule, thin cap computations for Germany, financial information for Germany, financial information for Japan); draft general workplan	5	\$ 475	\$ 2,375	\$ -

<u>Date</u>	<u>Name</u>	<u>Project Category</u>	<u>Description</u>	<u>Hours</u>	<u>Billing Rate</u>	<u>Professional Fees</u>	<u>Expenses</u>
4/9/2007	Mark Wanek	Repatriation Planning	WR Grace - create workplan/status summary by country (2.5) follow up with Belgium and German contacts and provide additional info received, schedule German call (1.0) meeting with Tim re status and action points (0.5)	4	\$ 475	\$ 1,900	\$ -
4/10/2007	Mark Wanek	Repatriation Planning	WR Grace - written summary of Belgium analysis and follow up (1.4) send updated plan to Japan, provide additional info and set up call (0.5) client correspondence re meeting (0.1)	2	\$ 475	\$ 950	\$ -
4/10/2007	Mark Wanek	Repatriation Planning	WR Grace - call with Debra Poole re local country contacts / outstanding info for Germany, Belgium and UK; related organization (0.5) follow up with UK colleagues, two conversations re thin cap computations (0.7) email correspondence for info required (0.5)	1.7	\$ 475	\$ 808	\$ -
4/10/2007	Mark Wanek	Repatriation Planning	WR Grace - check in with Tim re Belgium analysis, general status and process for UK analysis	0.5	\$ 475	\$ 238	\$ -

<u>Date</u>	<u>Name</u>	<u>Project Category</u>	<u>Description</u>	<u>Hours</u>	<u>Billing Rate</u>	<u>Professional Fees</u>	<u>Expenses</u>
4/10/2007	Mark Wanek	Repatriation Planning	WR Grace - call with Christian Ehlerman/Andreas Maywald of Deloitte Germany re German analysis: provide background, discuss thin cap computations, status of proposed legislation, escape clause, information required, issues with 304, withholding tax	0.8	\$ 475	\$ 380	\$ -
4/10/2007	Mark Wanek	Repatriation Planning	WR Grace - review info and call with Francois Hinck re Belgium analysis: background, interest deductibility limits, computation of taxable income, loss carryforwards, WHT on dividends/interest to/from Belgium, qualifying holding company, treaty status	2	\$ 475	\$ 950	\$ -
4/11/2007	Mark Wanek	Repatriation Planning	WR Grace - review Germany/Belgium info provided by Thomas Hirsch; emails to circulate info and set up Japan call; update to Tim (1.0) call with Francois Hinck re new info and impact on analysis, qualifying holding company status and WHT on interest (0.5)	1.5	\$ 475	\$ 713	\$ -

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4/11/2007	Mark Wanek	Repatriation Planning	WR Grace - prep for Japan call (0.3)	1	\$ 475	\$ 475	\$ -
			Japan call to provide project background and limit scope on analysis (0.7)				
4/11/2007	Mark Wanek	Repatriation Planning	WR Grace - calls with John Bird and Sarah Lord to provide background on project; circulate materials to UK analysis; provide update to Debra Poole of WR Grace on UK team/contact info	1.5	\$ 475	\$ 713	\$ -
4/12/2007	Mark Wanek	Repatriation Planning	WR Grace - call with Francois Hinck re Belgium WHT on interest, update to Tim (1.0); review intercompany debt schedules provided by client, schedule UK call, client correspondence, circulate materials (0.5)	1.5	\$ 475	\$ 713	\$ -
4/12/2007	Mark Wanek	Repatriation Planning	WR Grace - initial call regarding UK analysis with John Bird, Sarah Lord and Robert Nathan; talk through facts and UK team's conversations with client; initial thin cap computations based on 2005 accounts (1.0); analyze UK info to identify alternatives (0.5)	1.5	\$ 475	\$ 713	\$ -

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4/12/2007	Mark Wanek	Repatriation Planning	WR Grace - conf call with Deloitte Germany, Allen and Overy and Debra Poole of WR Grace re German analysis: discuss thin cap limitations, proposed legislation, withholding tax and real estate transfer tax	1	\$ 475	\$ 475	\$ -
4/12/2007	Mark Wanek	Repatriation Planning	WR Grace - follow up call with John Bird, Tim Tuerff re UK analysis: discuss thin cap limit, info needed (e.g. forecasts), relevance of debt/equity, unallowable purpose, company law (0.5) additional follow up with John on OID instrument, related analysis (0.5)	1	\$ 475	\$ 475	\$ -
4/13/2007	Mark Wanek	Repatriation Planning	WR Grace - conf call with UK team, Debra Poole of WR Grace and WR Grace UK finance team on thin cap analysis, unallowable purpose rules and info required	1	\$ 475	\$ 475	\$ -
4/13/2007	Mark Wanek	Repatriation Planning	WR Grace - first draft of slides for client conf call on 4/17	3.5	\$ 475	\$ 1,663	\$ -

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4/13/2007	Mark Wanek	Repatriation Planning	WR Grace - debrief with Tim Tuerff following UK and Belgium calls on status of plan and issues to discuss on next client conf call (0.5) meeting with Tim re first draft of slides, discuss Subpart F analysis (1.0)	1.5	\$ 475	\$ 713	\$ -
4/13/2007	Mark Wanek	Repatriation Planning	WR Grace - call with Francois Hinck and Tim Tuerff re Belgium analysis: WHT on interest, alternatives to avoid WHT on interest	1	\$ 475	\$ 475	\$ -
4/14/2007	Mark Wanek	Repatriation Planning	WR Grace - second draft of slides for client conf call on 4/17: revisions for Tim's review; review Subpart F implications (e.g. 954(c)(6)) and alternative to avoid Subpart F; check withholding tax rates, effective dates and status of treaties	3	\$ 475	\$ 1,425	\$ -
4/14/2007	Mark Wanek	Repatriation Planning	WR Grace - second draft of slides for client conf call on 4/17: add various computations (e.g. cost of avoiding real estate transfer tax, qualifying holding company status in Belgium), tie out to client schedules, review slides	1	\$ 475	\$ 475	\$ -

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4/14/2007	Mark Wanek	Repatriation Planning	WR Grace - second draft of slides for client conf call on 4/17: rework numbers for updated info; changes to alternatives	2	\$ 475	\$ 950	\$ -
4/16/2007	Mark Wanek	Repatriation Planning	WR Grace - review withholding tax rates and slides for 4/17 call (1.0) meeting with Tim Tuerff re status of plan and his review of slides (1.5) discuss UK analysis with Sarah Lord and John Bird (1.0) revisions to slides (2.0) UK analysis - computations to establish feasibility of share redemptions and amount; correspondence with Sarah Lord and John Bird (1.5)	7	\$ 475	\$ 3,325	\$ -

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4/17/2007	Mark Wanek	Repatriation Planning	WR Grace - prep for call; call with Elyse Filon, Debra Poole and Tim Tuerff; client correspondence; Italian analysis, call with Paolo Ippoliti regarding background, information requirements; call with Francois Hinck on distribution of receivables; impact on qualifying holding company computation; discussion and legal requirements for distribution to ultimately communicate to WR Grace; call with Christie Buck re UK analysis	5.5	\$ 475	\$ 2,613	\$ -
4/18/2007	Mark Wanek	Repatriation Planning	WR Grace - call with Paolo re info requirements for Italy analysis (0.3) call with UK team regarding alternatives and communicate analysis requested by client (0.7) follow up on Italian analysis	1	\$ 475	\$ 475	\$ -
4/19/2007	Mark Wanek	Repatriation Planning	WR Grace - call with Paolo regarding options in Italy	0.5	\$ 475	\$ 238	\$ -
4/20/2007	Mark Wanek	Repatriation Planning	WR Grace - follow up on UK and Italian analysis; summarize open points to discuss on next call	2.5	\$ 475	\$ 1,188	\$ -

<u>Date</u>	<u>Name</u>	<u>Project Category</u>	<u>Description</u>	<u>Hours</u>	<u>Billing Rate</u>	<u>Professional Fees</u>	<u>Expenses</u>
4/23/2007	Mark Wanek	Repatriation Planning	WR Grace - Call with Paolo Ippoliti re Italian thin cap computation and Italian issues (1.4) check in with Tim to discuss analysis, email Elyse/Debra to confirm call (0.5) note to Elyse/Debra re agenda for call (0.3) Italian summary, agenda for call (0.7)	2.9	\$ 475	\$ 1,378	\$ -
4/23/2007	Mark Wanek	Repatriation Planning	WR Grace - review feasibility of part distribution/part redemption for Darex, run numbers (0.6) UK analysis and list of questions for UK colleagues to resolve in advance of call (0.7)	1.3	\$ 475	\$ 618	\$ -
4/23/2007	Mark Wanek	Repatriation Planning	WR Grace - discuss German thin cap limit with Christian Ehlerman; confirm whether limit based on EOY balance sheet before distributions (0.5); rerun limit for 2007/08 based on draft numbers (0.5)	1	\$ 475	\$ 475	\$ -
4/23/2007	Mark Wanek	Repatriation Planning	WR Grace - pull WHT rates under US-France treaty versus Belgium-France treaty	0.3	\$ 475	\$ 143	\$ -
4/24/2007	Mark Wanek	Repatriation Planning	WR Grace - call with Paolo Ippoliti regarding result of Grace Italy shareholder meeting and open issues	0.4	\$ 475	\$ 190	\$ -

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4/24/2007	Mark Wanek	Repatriation Planning	WR Grace - conversation with Patrick Bullinger regarding his computation of German thin cap limit under proposed legislation relative to client's computation	0.5	\$ 475	\$ 238	\$ -
4/24/2007	Mark Wanek	Repatriation Planning	WR Grace - pre conf call discussions with John Bird of Deloitte UK and Tim Tuerff	0.5	\$ 475	\$ 238	\$ -
4/24/2007	Mark Wanek	Repatriation Planning	WR Grace - conf call with Elyse Filon, Debra Poole, Tim Tuerff, John Bird, Sarah Lord re UK analysis, Italian analysis and status of plan (0.7) post-call with Tim (0.2) touch base with Paolo Ippoliti re Italy cash balance and impact on thin cap (0.2)	1.1	\$ 475	\$ 523	\$ -
4/27/2007	Mark Wanek	Repatriation Planning	WR Grace - touch base with Paolo Ippoliti re status of Grace Italy accounts; note to Debra with Italy info	0.3	\$ 475	\$ 143	\$ -
	Mark Wanek	Repatriation Planning	Telephone-Business				\$ 10
	Mark Wanek	Repatriation Planning	Conference Calls - Various Dates				\$ 40
	Mark Wanek	Repatriation Planning	Travel Exp-Airline				\$ 472
	Mark Wanek	Repatriation Planning	Traveling Exp-Hotel				\$ 281
4/2/2007	Lecia Ross	Administrative Services	Administrative services for W.R. Grace	0.3	\$ 70	\$ 21	\$ -

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4/2/2007	Lecia Ross	Administrative Services	Administrative services for W.R. Grace	0.3	\$ 70	\$ 21	\$ -
4/4/2007	Lecia Ross	Administrative Services	Administrative services for W.R. Grace	0.2	\$ 70	\$ 14	\$ -
4/6/2007	Lecia Ross	Administrative Services	Administrative services for W.R. Grace	0.4	\$ 70	\$ 28	\$ -
4/6/2007	Lecia Ross	Administrative Services	Administrative services for W.R. Grace	0.4	\$ 70	\$ 28	\$ -
4/9/2007	Lecia Ross	Administrative Services	Administrative services for W.R. Grace	0.2	\$ 70	\$ 14	\$ -
4/11/2007	Lecia Ross	Administrative Services	Administrative services for W.R. Grace	1.5	\$ 70	\$ 105	\$ -
4/12/2007	Lecia Ross	Administrative Services	Administrative services for W.R. Grace	0.5	\$ 70	\$ 35	\$ -
4/13/2007	Lecia Ross	Administrative Services	Administrative services for W.R. Grace	0.5	\$ 70	\$ 35	\$ -
Grand Total				122.8		\$ 61,081	\$ 3,676